



RPP Infra Projects Ltd

Monday, 14th August, 2017

Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring,
Rotunda Building, P.J.Towers,
Dalal Street, Fort,
Mumbai - 400001.
Scrip Code: 533284

The Manager, Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Plot no. C/1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400051.
Scrip Code: RPPINFRA

Sub: Notice of 22nd Annual General Meeting

Dear Sir/Madam,


This is to inform you that the 22nd Annual General Meeting (AGM) of the members of R.P.P Infra Projects Limited will be held on Friday, 8th September 2017 at 10.00 A.M. at Builders' Welfare Trust Hall, Builders Association of India, No. 35 Perundurai Road, Erode - 638 011 and also we have enclosed the AGM Notice.

Kindly acknowledge receipt of the same.

Thanking you,

Yours Truly,

For RPP Infra Projects Ltd


K. Jayanthar
Company Secretary

Regd Office :
S.F. No. 454, Raghupathyaikena Palayam,
Railway Colony (Post), Poondurai Road,
Erode - 638 002. Tamilnadu. India.

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CIN : L45201TZ1995PLC006113
PAN : AAACR9307E
Service Tax No. AAACR9307EST001
TIN No. : 33863000750, CST No.: 433207 Dt. 28.12.1993

Notice

Notice is hereby given that the 22nd Annual General Meeting (AGM) of the members of R.P.P Infra Projects Limited will be held on Friday, 8th September, 2017 at 10.00 A.M. at Builders' Welfare Trust Hall, Builders Association of India, No. 35, Perundurai Road, Erode - 638 011, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended 31st March 2017, the Reports of the Board of Directors and the Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2017.
2. To declare dividend on equity shares.
3. To appoint Auditors of the Company by passing the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provision of Section 139 and other applicable provision, if any, of the Companies Act, 2013 read with the underlying rules, Companies (Audit and Auditors) Rules, 2014 as may be applicable, the Auditors M/s. Sundaram & Narayanan, Chartered Accountants (Firm Registration No: 004204S), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2022 on such remuneration as shall be fixed by the Board of Directors of the Company.

Special Business:

4. **Re-appointment of Mr. P Arulsundaram as Chairman and Managing Director**

To pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and 203 of the Companies Act, 2013, the approval of the Company be and is hereby accorded for the re-appointment of Mr. P. Arulsundaram (DIN 00125403) as Chairman and Managing Director of the Company for a period of Three Years w.e.f. 1st April 2017 to 31st March 2020 for a salary and other perquisites, allowances or benefits as provided below:

Salary: ₹5.6 Lakhs per month.

Perquisites and allowances:

- (i) Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
- (ii) Education of children covering tuition fees and other expenses on higher education.
- (iii) Leave Travel concession/ allowance: Foreign trip once a year with family or/and inland trip for self and family twice in a year.
- (iv) Club fees subject to a maximum of two clubs.
- (v) Personal accident insurance premium.
- (vi) Use of Company maintained cars with drivers for business and personal use.

RESOLVED FURTHER THAT in case of insufficiency of profit, the Company shall pay by way of salary and/ or other allowances as a minimum remuneration within the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board/ Committee of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/ or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V

of the Companies Act, 2013.

5. Re-appointment of Mrs. A. Nithya as Whole-Time Director and Chief Financial Officer

To pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and 203 of the Companies Act, 2013, the approval of the Company be and is hereby accorded for the re-appointment of Mrs. A. Nithya (DIN 00125357) as Whole-Time Director and Chief Financial Officer of the Company for a period of Three Years w.e.f. 1st April 2017 to 31st March 2020 for a salary and other perquisites, allowances or benefits as provided below:

Salary: ₹2.4 Lakhs per month.

Perquisites and allowances:

- (i) Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
- (ii) Education of children covering tuition fees and other expenses on higher education.
- (iii) Leave Travel concession/ allowance: Foreign trip once a year with family or/and inland trip for self and family twice in a year.
- (iv) Club fees subject to a maximum of two clubs.
- (v) Personal accident insurance premium.
- (vi) Use of Company maintained cars with drivers for business and personal use.

RESOLVED FURTHER THAT in case of insufficiency of profit, the Company shall pay by way of salary and/ or other allowances as a minimum remuneration within the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board/ Committee of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/ or

remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.

6. Appointment of Mr. K. Rangasamy as Independent Director

To pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, Schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013 (Act), Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulation) and all other applicable provisions, if any, Mr. K. Rangasamy (DIN: 07103549), who was appointed as an Independent Director of the Company by the Board of Directors with effect from 14th November, 2016 and who holds office till the date of the Annual General Meeting, in terms of Section 161 of the Act, be and is hereby appointed as an Independent Director for a term of five years and to hold office as Independent Director till 13th November, 2021.

7. Appointment of Mr. P. R. Sundararajan as Independent Director

To pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, Schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013 (Act), Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulation) and all other applicable provisions, if any, Mr. P. R. Sundararajan (DIN:07647740), who was appointed as an Independent Director of the Company by the Board of Directors with effect from 14th November, 2016 and who holds office till the date of the Annual General Meeting, in terms of Section 161 of the Act, be and is hereby appointed as an Independent Director for a term of five years and to hold office as Independent Director till 13th November, 2021.

8. Appointment of Mr. K. Ravi as Independent Director

To pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, Schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013 (Act), Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulation) and all other applicable provisions, if any, Mr. K. Ravi (DIN:07647748), who was appointed as an Independent Director of the Company by the Board of Directors with effect from 14th November 2016 and who holds office till the date of the Annual General Meeting, in terms of Section 161 of the Act, be and is hereby appointed as an Independent Director for a term of five years and to hold office as Independent Director till 13th November, 2021.

9. Ratification of Remuneration to Cost Auditor

To pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to Mr. R. Gopal, Cost Accountant (M.No.26068) appointed as the Cost Auditor of the Company by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2016-17, amounting to ₹3.50 Lakh (Rupees Three Lakh and Fifty Thousand only) excluding service tax as applicable and re-imburement of travel and out of

pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

10. Approval for entering into Related Party Transaction

To pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 188, Companies (Meetings of Board and its Powers) Rules, 2014 of Companies Act, 2013 (Act), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulation) and any other applicable provisions and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the consent of the shareholders of the Company be and is hereby accorded to Related Party Transactions as entered by the Company with P & C Projects Private Limited for the value of US \$ 9.84 million (US Dollar Ninety-Eight Lakhs and Forty Thousand only) as per the detailed Statement annexed to this AGM Notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.

By the Order of the Board
For R.P.P Infra Projects Limited

Place: Erode
Date: 29th May, 2017

K. Jayanthar
Company Secretary

Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the special business in the Notice is annexed hereto and forms part of this Notice.
2. A statement giving the details of the Director seeking reappointment as required by Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 is provided after the explanatory statement.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
4. A person can act as a proxy for only 50 (fifty) members and hold in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. Member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
5. Corporate members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members/proxies/Authorised Representatives should bring the enclosed attendance slip, duly filled in, for attending the Meeting.
8. Members who hold share(s) in electronic mode may please write their DP ID and client ID number and those who hold share(s) in physical form are requested to write their folio numbers in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
9. The Register of Members and the Share Transfer Books of the Company shall remain closed from 2nd September, 2017 to 8th September, 2017 (both days inclusive).
10. Dividend, as recommended by the Board, if declared at the AGM, will be paid within 30 days from the date of declaration.
11. Members are requested to send all communication relating to shares, dividend matters, change of address, etc, to the Registrar and Share Transfer Agent, viz., Cameo Corporate Services Limited, (Unit: R.P.P Infra Projects Limited), by writing to them at: Subramanian Building, No. 1, Club House Road, Anna Salai, Chennai - 600 002 or by e-mail to: investor@cameoindia.com.
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and relevant documents referred to in the accompanying Notice and Explanatory Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday and Sunday, between 11.00 A.M. and 5.00 P.M. from the date hereof up to the date of the Annual General Meeting.
13. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries at an early date so as to enable the Management to keep the information ready at the Meeting.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents.
15. The Ministry of Corporate Affairs has taken a 'Green Initiative' in Corporate Governance by allowing paperless compliances by companies. As a result, companies

are allowed to send all communication/ documents in electronic mode to their members. In order to support the green initiative and to reduce the usage of paper, your Company requests all shareholders to update their e-mail IDs with their respective depository participant, where they hold shares in electronic form and to the Company's Registrar and Share Transfer Agent, if the shares are held in physical form.

16. Pursuant to Section 124 of the Companies Act, 2013, all dividends remaining unclaimed or unpaid for seven years from the date of transfer to the Company's unpaid dividend account are required to be transferred to the "Investor Education and Protection Fund" (IEPF) established by the Central Government under the amended provisions of the Companies Act, 2013.
17. As per Regulation 39 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has transferred all the share certificates remaining undelivered, unclaimed by the shareholders due to insufficient/ incorrect information to "Unclaimed Suspense Account" and has also dematerialised the shares held in the said Unclaimed Suspense Account. In terms of securities accruing on such shares viz., IPO shall also be credited to such Unclaimed Suspense Account. The voting rights on such shares shall remain frozen till the rightful owner claims the shares. Members who have not claimed their shares pursuant to the IPO are requested to claim the same either to the Company or to the Registrars and Transfer Agents.
18. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for the year 2016-17 are being sent to all the Members whose e-mail IDs are registered with the Company/ Depository Participants(s). Physical copy of the Notice together with the Annual Report are being sent in the permitted mode to Members for whom e-mail IDs are not available and who have requested for physical copies. The Notice and the Annual Report are also available on the Company's website – www.rppi.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for

e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.

19. VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing Members the facility of 'remote e-voting' (e-voting from a place other than the venue of the AGM) to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/ polling paper shall also be made available at the venue of the 22nd AGM. Members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting. The members who have already cast their vote through remote e-voting may attend the Meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Login to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now select "R.P.P INFRA PROJECTS LIMITED" from the drop down menu and click on "SUBMIT".
- (iv) Now enter your User ID (For CDSL: 16 digit beneficiary ID; For NSDL: 8 character DP ID) followed by 8 Digit Client ID. Members holding shares in physical form should enter Folio Number registered with the Company. Next, enter the Image Verification as displayed and click on login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user, follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your Demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your Demat account or in the Company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits, enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Vimal with sequence number 1 then enter VI00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the member ID/ folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the Company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep

your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN for R.P.P Infra Projects Limited on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the options "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and the option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out the print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If the Demat account holder has forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password and enter the details as prompted by the system.
- (xvii) Shareholders can also cast their votes using CDSL's mobile app, m-voting.
- (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details, they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xix) In case of members receiving the physical copy, please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast the vote.

(xx) The voting period begins on 5th September, 2017, Tuesday, at 10.00 A.M. and ends on 7th September, 2017, Thursday, at 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 1st September 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on 7th September, 2017. Members holding shares in physical or in demat form as on 3rd September, 2017 shall only be eligible for e-voting.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under 'Help' section or write

an e-mail to helpdesk.evoting@cdslindia.com.

20. The results of e-voting along with voting by ballot at the Annual General Meeting to be held on 8th September, 2017 will be announced by the Chairman of the Meeting within 48 hours of the Annual General Meeting. The result of the voting will be hosted on the website of the Company, i.e. www.rppi.com, website of CDSL and will also be intimated to Stock Exchanges after declaration of results by the Chairman.
21. The Company has appointed Mr. Gouri Shanker Mishra, Practicing Company Secretary (C.P. No: 13581) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
22. A copy of this notice has been placed on the website of the Company and website of CDSL
23. The route map to the venue of the AGM is detailed on the back side of the Attendance Slip.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4

Mr. P Arulsundaram (DIN 00125403) had been last re-appointed as Chairman and Managing Director of the Company for a period of three years and his term has expired on 31st March 2017. The Company has been performing well and producing better results year after year. With a view to have his continued guidance, it is proposed again to appoint him as Chairman and Managing Director of the Company for a period of three years w.e.f. 1st April, 2017 to 31st March, 2020.

His appointment including the terms and conditions including salary, perquisites and allowances has been duly considered, recommended and approved by the Nomination and Remuneration Committee and the Board. Further, the salary, perquisites and allowances including remuneration payable in case of insufficiency of profit of the Company remains the same as approved by shareholders at the Annual General Meeting dated 14th September 2015. Profile of Mr. P Arulsundaram is provided at the end of this explanatory statement.

Except Mr. P Arulsundaram and Mrs. A Nithya, none of the

Directors or Key Managerial Personnel (KMP) of the Company are concerned or interested, financial or otherwise, in the resolution set out in Item No. 4.

Item No. 5

Mrs. A. Nithya, (holding DIN 00125357) had been last re-appointed as Whole-Time Director and Chief Financial Officer of the Company for a period of three years and her term has expired on 31st March 2017. The Company has been performing well and producing better results year after year. With a view to have her continued guidance, it is proposed again to appoint her as Whole-Time Director and Chief Financial Officer of the Company for a period of three years w.e.f. 1st April, 2017 to 31st March, 2020.

Her appointment including the terms and conditions including of salary, perquisites and allowances has been duly considered, recommended and approved by the Nomination and Remuneration Committee and the Board. Further, the salary, perquisites and allowances including remuneration payable in case of insufficiency of profit of the Company remains the same as approved by shareholders at the Annual

General Meeting dated 14th September 2015. Profile of Mrs. A. Nithya is provided at the end of this explanatory statement.

Except Mr. P Arulsundaram and Mrs. A Nithya, none of the Directors or Key Managerial Personnel (KMP) of the Company are concerned or interested, financial or otherwise, in the resolution set out in Item No. 5.

Item No. 6, 7 and 8

The Board of Directors of the Company at their meeting held on 14th November 2017, has co-opted, Mr. P. R. Sundararajan and Mr. K. Ravi as Independent Directors of the Company. The Board had three Independent Directors at the beginning of the year and one of the Independent Directors has tendered his resignation on 10th August, 2016 and the two other Independent Directors had also expressed their inability to continue as Directors post the Board Meeting dated 14th November, 2016. Due to the requirement under the Act for filling of the vacancy of Independent Director not later than three months or the next Board Meeting, the Board appointed them as Independent Directors in the capacity as Additional Directors and their appointment is subject to approval by members at the Annual General Meeting. During their proposed term, they shall not be liable to retire by rotation.

The Company has received a declaration from Mr. K. Rangasamy, Mr. P. R. Sundararajan and Mr. K. Ravi that they meet the criteria of independence as prescribed under the Act and Listing Regulations. In the opinion of the Nomination and Remuneration Committee/ Board, Mr. K. Rangasamy, Mr. P. R. Sundararajan and Mr. K. Ravi meet the eligibility and fulfill the conditions for their appointment as Independent Directors as specified in the Act and SEBI Listing Regulations. The Company has received a notice in writing from members proposing the candidature individually of Mr. K. Rangasamy, Mr. P. R. Sundararajan and Mr. K. Ravi as Independent Directors of the Company. Profile of Mr. K. Rangasamy, Mr. P. R. Sundararajan and Mr. K. Ravi is provided at the end of this explanatory statement.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution except the Director to be appointed.

Item No. 9

In accordance with the provisions of Section 148 of the

Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of the Company and the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company.

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of Mr. R. Gopal, Cost Accountant (M. No. 26068) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2016-17 at a remuneration of ₹3.50 Lakh (Rupees Three Lakh and Fifty Thousand only) excluding service tax as applicable and re-imbursment of travel and out of pocket expenses incurred by him. In view of the requirement of the Act as set out above, the approval of members are required to ratify the remuneration payable to the Cost Auditors for the Cost Audit for the financial year 2016-17 and hence being placed for approval of members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the said Resolution.

Item No. 10

P & C Projects Private Limited is a 'Related Party' within the meaning of Section 2 (76) of the Companies Act, 2013 and Regulation 2 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mrs. A. Nithya, Whole-Time Director and Chief Financial Officer and Mr. P. Arulsundaram, Chairman and Managing Director, are related to P & C Projects Private Limited and as such deemed to be interested.

Initially, it was decided to execute the contract to be undertaken by P & C Projects Private Limited through R.P.P Infra Projects (Lanka) Limited, a wholly-owned subsidiary of Company based in Sri Lanka on arms length basis. However, due to certain practical issues, it was decided to execute the contract through Company.

The Board of Directors of the Company had, on the recommendation of the Audit Committee, passed a resolution approving the contract/ sub-contract arrangement for USD 9.84 million to execute the order received from the High Commission of India, Colombo, for the construction and completion of a Cultural Centre at Jaffna, Sri Lanka. The

contract is to be executed within a period of 24 months. The terms of the contract/ sub-contract are similar to the main contract with a gap of five percent from the main project which is being retained by P & C Projects Private Limited. The contract hence is in the ordinary course of business and at arms length transaction. The transaction did not require the approval of shareholders under the Act. However, being a

material related party transaction as per Listing Regulations, it required approval of shareholders.

Except Mr. P Arulsundaram and Mrs. A Nithya, none of the Directors or Key Managerial Personnel (KMP) of the Company are concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

Details of Director under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015:

1. Details of Executive Director seeking reappointment:

Name of the Director	Mr. P Arulsundaram	Mrs. A Nithya
Director Identification Number (DIN)	00125403	00125357
Date of Birth	01.04.1966	11.03.1973
Address	No. 11, Raghupathynaiken Palayam, Railway Colony (Post), Poondurai Road, Erode – 638002	No. 11, Raghupathynaickenpalaya, Annaikalpalayam, Railway Colony, Lakkapurampudur, Erode – 638002
Nationality	Indian	Indian
Date of Appointment on the Board	04.05.1995	19.02.1999
Qualifications	B.E (Civil)	MBA
Expertise	Civil works in the fields of transportation/ power/ commercial buildings and irrigation projects.	Finance, accounting and treasury functions.
Brief Resume	He holds a Bachelor's degree in Civil Engineering from Sri Vinayaka Mission Research Foundation, Deemed University, Salem. He has over 27 years of experience in civil works in the field of transportation / power/ commercial buildings and irrigation projects.	She holds a Master's degree in Business Administration from Anna University, Chennai. She is responsible for the finance, accounting and treasury functions of the Company.
Relationships between Directors Inter-se	Mrs. A Nithya's husband	Mr. P Arulsundaram's wife
Directorship held in other Public Companies (excluding foreign, private and Section 8 companies)	1.SPAC Starch Products (India) Limited 2. Greatful Mercantile Pvt Ltd 3. Sanskar Dealcom Pvt Ltd 4. R.P.P. Energy Systems Pvt Ltd	1.SPAC Terminal Market Complex Limited 2. Greatful Mercantile Pvt Ltd 3. Sanskar Dealcom Pvt Ltd 4. R.P.P. Energy Systems Pvt Ltd 5. Lunkar Finance Pvt Ltd
Names of listed entities in which the person also holds directorship and the membership of Committees of the Board	NIL	NIL
Shareholding in the Company (As on 31st March, 2017)	97,88,443	55,78,989

Details of Independent Directors seeking appointment:

Name of the Director	Mr. K. Rangasamy	Mr. P. R. Sundararajan	Mr. K. Ravi
Director Identification Number (DIN)	07103549	07647740	07647748
Date of Birth	15.09.1953	21.05.1958	18.10.1948
Address	No. 11, Chetti Thottam Pudur, Vazhai Thottam PO, Sivagiri Via, Erode – 638109	No. 13/141, K. Pallipatti Kattuvalu, Kachuppalli, Edappai, Salem – 637102	No. G 2, Hiranya, 68 Greenways Road, Raja Annamalai Puram, Chennai – 600028
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	14.11.2016	14.11.2016	14.11.2016
Qualifications	M. Sc	B.E	B.E
Expertise	Finance, accounting and treasury functions	Maintenance and reliability engineering	Civil works in the fields of transportation/power/commercial buildings and irrigation projects
Brief Resume	He holds Master's degree in Agricultural Science from Tamil Nadu Agricultural University, Tamil Nadu. He is a qualified member of Indian Institute of Bankers.	He holds a Bachelor of Engineering (Hons) in Civil Engineering from University of Madras, Chennai, and a Masters degree in Structural Engineering from Government College of Technology, Coimbatore.	He holds a Bachelor of Engineering from National Institute of Technology, Tiruchirapalli, Tamil Nadu. Fellow of Institution of Engineers, Kolkata, and Certified Maintenance and Reliability Professional.
Relationships between Directors Inter-se	NIL	NIL	NIL
Directorship held in other Public Companies (excluding foreign, private and Section 8 companies)	NIL	NIL	NIL
Names of listed entities in which the person also holds directorship and the membership of Committees of the Board	NIL	NIL	NIL
Shareholding in the Company	NIL	NIL	NIL

By the Order of the Board
For R.P.P Infra Projects Limited

Place: Erode
Date: 29th May, 2017

K. Jayanthar
Company Secretary



R.P.P. INFRA PROJECTS LIMITED

CIN: L45201TZ1995PLC006113

Regd. Office: S F No. 454, Ragupathynaicken Palayam, Poondurai Road, Erode – 638002.

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

22nd Annual General Meeting - 8th September 2017

Name of the member (s) :

E-mail ID :

Registered Address :

Folio No./Client Id :

DP ID No. :

I/We, being the member(s) of..... shares of the above named company, hereby appoint

1. Name :

E-mail ID :

Address :

Signature :

or failinghim

2. Name :

E-mail ID :

Address :

Signature :

or failinghim

3. Name :

E-mail ID :

Address :

Signature :

or failinghim

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Friday, September 8, 2017, at 10.00 A.M. at Builders' Welfare Trust Hall, Builders' Association of India, No. 35, Perundurai Road, Erode - 638011 and at any adjournment thereof in respect of such Resolutions as are indicated below:



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Resolution No.	Resolution
Ordinary Business	
1	Receive, consider and adopt: (a) the Audited Financial Statements of the Company for the financial year ended 31st March 2017, the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2017.
2	Declare dividend on equity shares for the financial year 2016-17.
3	Appointment of M/s. Sundaram & Narayanan, Chartered Accountants, as Auditors of the Company.
Special Business	
4	Re-appointment of Mr. P Arulsundaram as Chairman and Managing Director.
5	Re-appointment of Mrs. A. Nithya as Whole-Time Director and Chief Financial Officer.
6	Appointment of Mr. K. Rangasamy as Independent Director.
7	Appointment of Mr. P. R. Sundararajan as Independent Director.
8	Appointment of Mr. K. Ravi as Independent Director.
9	Ratification of Remuneration to Cost Auditor.
10	Approval for entering into Related Party Transaction.

Signed this day of2017

Folio No. :

DP ID No. :

Client ID No. :

Affix ₹1/-
Revenue
Stamp and
sign across

Name of the Member/Proxy

Signature of the Member/Proxy

Note: This form of proxy in order to be effective should be duly stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



R.P.P. INFRA PROJECTS LIMITED

CIN: L45201TZ1995PLC006113

Regd. Office: S F No. 454, Ragupathynaicken Palayam, Poondurai Road, Erode – 638002.

ATTENDANCE SLIP

(To be presented at the entrance of the Meeting venue)

22nd Annual General Meeting, September 8, 2017, at 10.00 A.M.

Registered Folio No. :

DP ID No. :

Client ID No. :

No. of Shares Held :

I hereby record my presence at the 22nd Annual General Meeting of the Company held on Friday, September 8, 2017, at 10.00 A.M. at Builders' Welfare Trust Hall, Builders' Association of India, No. 35, Perundurai Road, Erode - 638011.

Name of the Member/Proxy

Signature of the Member/Proxy

Note:

1. Only member/proxy holder can attend the meeting.
2. Member/proxy holder should bring his/her copy of the annual report for reference at the Meeting.



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ROUTE MAP TO THE VENUE OF THE AGM

